

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
	: -----X

**AFFIDAVIT AND DISCLOSURE STATEMENT OF ANDREW C. CORONIOS,
ON BEHALF OF CHADBOURNE & PARKE LLP**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Andrew C. Coronios, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Chadbourne & Parke LLP, located at 30 Rockefeller Plaza, New York, New York 10112 (the "Firm").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors"), have requested that the Firm provide legal services to LBHI, in its capacity as successor Agent under the Amended Construction Loan Agreement (as defined in the Supplemental Stipulation, Agreement and Order Appointing Lehman Brothers Holdings Inc. as Agent under Loan Facility so ordered by the Court on February 23, 2010 (the "Kapalua Bay Agent Representation")), and the Firm has consented to provide such services. The Firm's representation of LBHI will be limited solely to LBHI in its capacity as successor

Agent. We understand that Weil Gotshal & Manges LLP has represented, and will continue to represent, LBHI as a lender under the Amended Construction Loan Agreement.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, except as disclosed in Exhibit A attached hereto and incorporated herein by reference. In addition, except as disclosed in Exhibit A, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates. While the clients listed on Exhibit A hold interests adverse to the Debtors' estates, none of those adverse interests are with regard to the discrete and specific matter for which the Firm is to be employed by LBHI as successor Agent.¹ The Firm has requested consents and conflict waivers from the Debtors and the clients listed on Exhibit A.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

¹ None of the clients listed on Exhibit A is a lender under the Amended Construction Loan Agreement. In addition, none of the claims asserted by the clients listed on Exhibit A relate to any real estate matters.

5. Except as disclosed on Exhibit A, neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$146,822 for prepetition services.

7. The Firm's fees and expenses relating to the Kapalua Bay Agent Representation are intended to be paid by the Borrower or from the revenues of the Project (as such terms are defined in the Amended Construction Loan Agreement) or by the Lenders (as defined in the Amended Construction Loan Agreement), including LBHI, on a pro rata basis. The portion of such payments to be paid by LBHI shall be subject to the monthly and aggregate payment caps set forth in the Order Pursuant to Sections 105(a), 327, 328, and 330 of the Bankruptcy Code Authorizing the Debtors to Employ Professionals Utilized in the Ordinary Course of Business dated November 5, 2008.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

By: Andrew C. Coronios
Andrew C. Coronios, Partner

Subscribed and sworn to before me
this 9th day of March, 2010

Naomi E. Saunders
Notary Public

NAOMI E. SAUNDERS
Notary Public, State of New York
No. 01-SA4685971
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires November 30, 2013

EXHIBIT A

(Disclosure of Adverse Matters)

The Firm represents the following entities in the chapter 11 cases of Lehman Brothers Holdings Inc. and its affiliated debtors:

Client	Proof of Claim Number(s)
1. Amber Capital Investment Management (as investment manager to Amber Master Fund (Cayman) SPC) Claim against LBHI for guarantee of obligations of various Lehman entities, including Lehman Brothers Special Financing Inc. ("LBSF") and Lehman Brothers International (Europe) ("LBIE"), arising under various contracts with Amber	17225
2. Avignon Capital Ltd. Transferee of claim against LBHI relating to Lehman Program Securities	62725
3. Banco Canarias de Venezuela C.A. Banco Universal Claims against LBHI relating to Lehman Program Securities; claim against LBHI relating to guarantee of obligations of LBIE under derivatives contract	64729, 30131, 62722
4. Banco de Bogota	Client is in mediation with LBSF in connection with termination of a swap agreement.
5. Banesco Holding C.A. Claim against LBHI relating to Lehman Program Securities and other notes issued by LBHI	62723

6. Bayview Financial, L.P. and Bayview Opportunity Master Fund, L.P. Claim against LBSF for obligations owed under derivatives contract; related guarantee claim against LBHI	17227, 17228
7. Bellair Development Group S.A. Claim against LBHI relating to Lehman Program Securities	62724
8. BlueBay Asset Management plc Claims against LBHI for guarantee of obligations of LBIE under separate derivatives contracts entered into with various BlueBay funds; one claim against LBHI for guarantee of obligations of Lehman Brothers Bankhaus AG relating to sub-participation; claims against Lehman Commercial Paper Inc. for obligations relating to various loan participations and sub-participations	20076, 20077, 20078, 20079, 20080, 20081, 20082, 20083, 20084, 20085, 20086, 20087, 20088, 20089, 20090, 20091, 20092, 20093, 20094, 20095, 30119, 30120, 30122, 30123, 30124, 30125, 30126, 30127, 30128, 30129, 30130, 30132
9. Blue Bridge Holdings Limited Claim against LBHI for guarantee of LBIE's obligations to claimant for return of account assets	14155
10. Bridgepont International Inc.	Client has a claim(s) based on a security listed on the Debtors' Master List of Securities.
11. Cattolica Assicurazioni S.p.A. Claim against LBHI relating to Lehman Program Securities	44617, 44618, 44619, 44620, 44621, 44622, 44623, 44624
12. Chadbourne & Parke LLP Claim against LBHI for prepetition legal services provided to one of its funds	30121

13. Clayton Commercial Corporation	Client has a claim(s) based on a security listed on the Debtors' Master List of Securities.
14. Credican, C.A. Claim against LBHI relating to Lehman Program Securities	62726
15. Girobank N.V.	Client has a claim(s) based on a security listed on the Debtors' Master List of Securities.
16. GLG Partners LP and certain of its funds Majority of claims against LBHI for guarantee of obligations of LBIE under separate derivatives contracts entered into with various GLG funds; one claim against LBSF relating to derivatives contract; related guarantee claim against LBHI	14648, 14653, 14654, 14655, 14656, 14657, 14658, 14659, 14660, 14661, 14662, 14663, 14664, 14665, 14666, 14667, 14982, 14983, 14984, 14985, 14986, 14987, 14988, 14989, 14990, 14991, 14992, 14993, 14994, 14995, 14996, 14997, 14998, 14999, 15000, 15001, 15002, 15003, 15004, 15005, 15006, 62730, 65123, 62729, 65122, 62733
17. Grayson Ventures Limited Claim against LBHI for guarantee of LBIE's obligations to claimant for return of account assets	14156

<p>18. HSBC Bank USA, N.A., as Trustee</p> <p>Claims filed against LBHI and LBSF by HSBC, in its role as Trustee in connection with four "minibond" programmes (Pacific International, Horizon II, Sirius and Jasper) involving swap transactions with LBSF or LBIE, in each case guaranteed by LBHI</p>	<p>20037, 20030, 20022, 20021, 20020, 20019, 20018, 20017, 20016, 20015, 20014, 20013, 20010, 20009, 20008, 20006, 20005, 20004, 20003, 20002, 20001, 20000, 19999, 19998, 19997, 20012, 20011, 20007, 19994, 19995, 20039, 20071, 20064, 20063, 20062, 20061, 20060, 20059, 20058, 20057, 20056, 20055, 20054, 20053, 20052, 20051, 20050, 20049, 20048, 20047, 20046, 20045, 20044, 20043, 20042, 20041, 20040, 20038, 19996, 20073, 20072, 20024, 27732, 20075, 62720, 62933, 62721</p>
<p>19. Lorimor Corporation</p> <p>Claim against LBHI for guarantee of LBIE's obligations to claimant for return of account assets</p>	<p>14154</p>
<p>20. Portafolio de Inversiones C2-34 C.A.</p> <p>Claim against LBHI relating to Lehman Program Securities</p>	<p>62727</p>
<p>21. Spring Star Corp.</p> <p>Claim against LBHI relating to Lehman Program Securities</p>	<p>62728</p>

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: **08-13555 (JMP)**
: **(Jointly Administered)**
: **Debtors.**
: **LEHMAN BROTHERS HOLDINGS INC., et al.,**
: **In re**
-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS
HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Chadbourne & Parke LLP

30 Rockefeller Plaza

New York, NY 10112

2. Date of retention: As of the effective date of the Successor Agency
Agreement, intended to be on or about March 10, 2010.

3. Type of services provided (accounting, legal, etc.):

Legal Services

4. Brief description of services to be provided:

Chadbourne & Parke LLP will provide legal services to LBHI, in its
capacity as successor Agent under the Amended Construction Loan
Agreement (as defined the Stipulation)

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly rates (effective through 10/31/10)

<u>Partners:</u>	<u>\$650 - \$995;</u>
<u>Counsel:</u>	<u>\$495 - \$815;</u>
<u>Associates:</u>	<u>\$355 - \$625;</u>
<u>Legal Assistants:</u>	<u>\$140 - \$305.</u>

Hourly rates for timekeepers currently expected to provide services include:

<u>Partner</u>	<u>Andrew Coronios</u>	<u>\$825;</u>
<u>Associate</u>	<u>Scott Bank</u>	<u>\$625;</u>
<u>Associate</u>	<u>Adrienne Duffy</u>	<u>\$405;</u>
<u>Legal Assistant</u>	<u>Thomas Scott</u>	<u>\$265</u>

Other timekeepers may also provide a portion of our services. Our fees and
expenses relating to our services are intended to be paid by the Borrower or
from the revenues of the Project (as such terms are defined in the Amended
Construction Loan Agreement) or by the Lenders (as defined in the
Amended Construction Loan Agreement), including LBHI, on a pro rata
basis. LBHI currently holds an approximately 52% pro rata interest as a
Lender.

(a) Average hourly rate (if applicable):

We will charge the standard hourly rate of each timekeeper
working on this matter

(b) Estimated average monthly compensation based on prepetition
retention (if firm was employed prepetition):

We were not retained prepetition by LBHI

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: \$146,822.00

Date claim arose: May 2008 through August 2008

Source of Claim: Legal services performed for a private equity fund
owned by LBHI

7. Prepetition claims against the Debtors held individually by any member,
associate, or professional employee of the firm:

Name: A firm-wide email was sent to all personnel and no affirmative
responses were received.

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: A firm-wide email was sent to all personnel and no affirmative responses were received.

Status: _____

Kind of shares: _____

No. of shares: _____

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None other than as disclosed in the attached Affidavit and Disclosure Statement and Exhibit A thereto.

11. Name of individual completing this form:

Andrew C. Coronios